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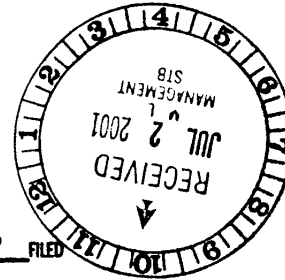
June 29, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 21833-6 FILED

JUL - 5 '01 : 1-8 2 PM

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 1, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **UNION PACIFIC RAILROAD COMPANY**
1416 Dodge Street, Omaha, Nebraska 68179

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **UNION PACIFIC RAILROAD COMPANY**, covering 135 coal gondolas with reporting marks and numbers – CEFX 42210 – CEFX 42440, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #21833 dated 12/7/98 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
New Business Development/Research Coordinator

11/11/11

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of May, 2001, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Union Pacific Railroad Company, a Delaware corporation, with an address at 1416 Dodge Street, Omaha, Nebraska 68179 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of November 11, 1998 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on December 7, 1998 as recordation number 21833.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

UNION PACIFIC RAILROAD COMPANY

By: Dave Beighley
Name: DAVE BEIGHLEY
Title: SR MGR. PURCHASING

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
135

Equipment Description
Aluminum Coal Gondolas

Reporting Marks and Numbers

	NEW CAR INIT	NEW CAR #
1	CEFX	42210
2	CEFX	42211
3	CEFX	42212
4	CEFX	42213
5	CEFX	42217
6	CEFX	42221
7	CEFX	42225
8	CEFX	42226
9	CEFX	42227
10	CEFX	42228
11	CEFX	42229
12	CEFX	42231
13	CEFX	42232
14	CEFX	42233
15	CEFX	42235
16	CEFX	42237
17	CEFX	42241
18	CEFX	42242
19	CEFX	42244
20	CEFX	42245
21	CEFX	42246
22	CEFX	42247
23	CEFX	42248
24	CEFX	42251
25	CEFX	42253
26	CEFX	42257
27	CEFX	42259
28	CEFX	42261
29	CEFX	42266
30	CEFX	42267
31	CEFX	42268
32	CEFX	42269
33	CEFX	42270
34	CEFX	42271
35	CEFX	42272
36	CEFX	42273
37	CEFX	42274
38	CEFX	42277
39	CEFX	42278
40	CEFX	42279
41	CEFX	42281
42	CEFX	42282
43	CEFX	42284
44	CEFX	42290
45	CEFX	42291
46	CEFX	42292
47	CEFX	42293
48	CEFX	42294
49	CEFX	42296
50	CEFX	42297

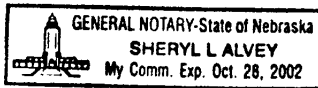
51	CEFX	42298
52	CEFX	42300
53	CEFX	42301
54	CEFX	42304
55	CEFX	42305
56	CEFX	42306
57	CEFX	42307
58	CEFX	42308
59	CEFX	42309
60	CEFX	42310
61	CEFX	42313
62	CEFX	42316
63	CEFX	42318
64	CEFX	42321
65	CEFX	42324
66	CEFX	42325
67	CEFX	42329
68	CEFX	42330
69	CEFX	42331
70	CEFX	42333
71	CEFX	42336
72	CEFX	42337
73	CEFX	42338
74	CEFX	42339
75	CEFX	42340
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77	CEFX	42345
78	CEFX	42353
79	CEFX	42354
80	CEFX	42358
81	CEFX	42360
82	CEFX	42361
83	CEFX	42362
84	CEFX	42364
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86	CEFX	42366
87	CEFX	42367
88	CEFX	42368
89	CEFX	42369
90	CEFX	42371
91	CEFX	42374
92	CEFX	42376
93	CEFX	42378
94	CEFX	42379
95	CEFX	42382
96	CEFX	42385
97	CEFX	42386
98	CEFX	42388
99	CEFX	42389
100	CEFX	42390
101	CEFX	42391
102	CEFX	42393

103	CEFX	42396
104	CEFX	42397
105	CEFX	42398
106	CEFX	42399
107	CEFX	42400
108	CEFX	42401
109	CEFX	42402
110	CEFX	42403
111	CEFX	42404
112	CEFX	42406
113	CEFX	42408
114	CEFX	42409
115	CEFX	42410
116	CEFX	42411
117	CEFX	42413
118	CEFX	42415
119	CEFX	42416
120	CEFX	42417
121	CEFX	42418
122	CEFX	42419
123	CEFX	42423
124	CEFX	42424
125	CEFX	42427
126	CEFX	42428
127	CEFX	42429
128	CEFX	42431
129	CEFX	42433
130	CEFX	42434
131	CEFX	42435
132	CEFX	42436
133	CEFX	42437
134	CEFX	42438
135	CEFX	42440

STATE OF Nebraska
COUNTY OF Douglas SS:

On this 6th day of April, 2001 before me personally appears Dave Beighley, to me personally known, who by me duly sworn, says that he/she is the Vice President of UNION PACIFIC RAILROAD COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



[SEAL]

Sheryl L. Alvey
Notary Public

My Commission expires:

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

On this 22nd day of May, 2001 before me personally appears Joseph MADIKOWSKI, to me personally known, who by me duly sworn, says that he/she is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Rose Mary Dinnhaupt
Notary Public

[SEAL]

My Commission expires

ROSE MARY DINNHAUPT
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, 2003
2003